

Law Offices of

**CHAPMAN AND CUTLER LLP**

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1877-1943  
Henry E. Cutler  
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June 28, 2007

RECORDATION NO. 19102-5 FILED

JUN 28 2007 - 9:00 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Refinancing of 1994 BNSF Railway Company  
Leveraged Lease Financing of Equipment (BN 1994-K)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1994-K), dated as of July 2, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-K), dated as of December 20, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 19, 1994 at 12:15 P.M. under recordation number 19102.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1994-K)
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Law Offices of  
**CHAPMAN AND CUTLER LLP**

**Indenture Trustee:**      **Wells Fargo Bank Northwest, National Association**  
                                 **299 South Main Street, 12th Floor**  
                                 **MAC: U1228-120**  
                                 **Salt Lake City, Utah 84111**  
                                 **Attention: Corporate Trust Department (BN 1994-K)**

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of consists of 223 Coil Gondola Cars, 15 Air Dump Railcars, 20 100 Ton Box Cars and 29 Tank Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

**Memorandum of Trust Indenture Supplement No. 1 (BN 1994-K).**

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

**CHAPMAN AND CUTLER LLP**

By Michael D. Robson  
Michael D. Robson

Enclosures .

**EXHIBIT A**

**UNITS**

**1994-K**

**BN 35992 K - Coil Gondolas**

BN	686021	BNSF	534221
BN	686022	BNSF	534222
BN	686023	BNSF	534223
BN	686024	BNSF	534224
BN	686025	BNSF	534226

**BN 35892 C-K**

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686026	BNSF	534226
BN	686027	BNSF	534227
BN	686028	BNSF	534228
BN	686029	BNSF	534229
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BN	686031	BNSF	534231
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BN	686064	BNSF	534264
BN	686065	BNSF	534265

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	686104	BNSF	534304
BN	686105	BNSF	534305

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BN	686155	BNSF	529011
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BN	686241	BNSF	529097
BN	686242	BNSF	529098
BN	686243	BNSF	529099
BN	686244	BNSF	529100

BN 35982 K - Air Dump Cars

BN	964830	BNSF	902180
BN	964831	BNSF	902181
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BN	964841	BNSF	902691
BN	964842	BNSF	902692
BN	964843	BNSF	902693
BN	964844	BNSF	902694

BN 35982 K - Box Cars (100 Ton)

BN	286137	BNSF	726307
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BN 35892 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	286153	BNSF	726323
BN	286154	BNSF	726324
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BN 35982 K - Tank Cars

BN	875105	BNSF	880400
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	875131	BNSF	880426
BN	875132	BNSF	880427
BN	875133	BNSF	880428
BN	875134	BNSF	880429

1994-K  
(end)

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BN 1994-K)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee") under the Amended and Restated Trust Agreement (BN 1994-K) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-K), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1994-K), dated July 2, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

19102-3  
RECORDATION NO. \_\_\_\_\_ FILED

JUN 28 '07 - 9 00 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By gcm

Name: J. Christopher Murphy  
Title: Financial Services Officer

Executed on this 20<sup>th</sup> day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION, as Indenture Trustee

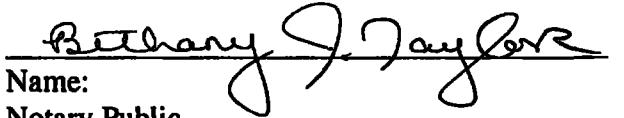
By   
Name: BRANDON MILLS  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of June, 2007.

STATE OF DELAWARE )  
New Castle SS.:  
COUNTY OF WILMINGTON )

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Martin, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH )  
                    )  
                    )     SS.:     Bethany J. Taylor  
COUNTY OF SALT LAKE )  
                    )

On this, the    day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared   , who being by me duly sworn, says that (s)he is the    of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June   , 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE )  
                      )  
                      )     SS.:  
COUNTY OF WILMINGTON )

On this, the \_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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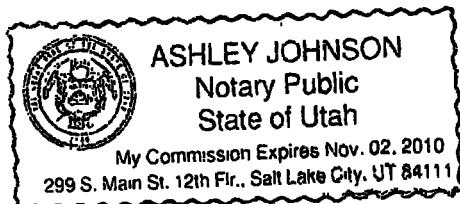
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH        )  
                      )  
                      )     SS.:  
COUNTY OF SALT LAKE )

On this, the 20/1/day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

**1994-K**

**BN 35982 K - Coll Gondolas**

BN	686021	BNSF	534221
BN	686022	BNSF	534222
BN	686023	BNSF	534223
BN	686024	BNSF	534224
BN	686025	BNSF	534225

**BN 35892 C-K**

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686026	BNSF	534226
BN	686027	BNSF	534227
BN	686028	BNSF	534228
BN	686029	BNSF	534229
BN	686030	BNSF	534230
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BN	686063	BNSF	534263
BN	686064	BNSF	534264
BN	686065	BNSF	534265

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	686093	BNSF	534293
BN	686094	BNSF	534294
BN	686095	BNSF	534295
BN	686096	BNSF	534296
BN	686097	BNSF	534297
BN	686098	BNSF	534298
BN	686099	BNSF	534299
BN	686100	BNSF	534300
BN	686101	BNSF	534301
BN	686102	BNSF	534302
BN	686103	BNSF	534303
BN	686104	BNSF	534304
BN	686105	BNSF	534305

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686106	BNSF	534306
BN	686107	BNSF	534307
BN	686108	BNSF	534308
BN	686109	BNSF	534309
BN	686110	BNSF	534310
BN	686111	BNSF	534311
BN	686112	BNSF	534312
BN	686113	BNSF	534313
BN	686114	BNSF	534314
BN	686115	BNSF	534315
BN	686116	BNSF	534316
BN	686117	BNSF	534317
BN	686118	BNSF	534318
BN	686119	BNSF	534319
BN	686120	BNSF	534320
BN	686121	BNSF	534321
BN	686122	BNSF	534322
BN	686123	BNSF	534323
BN	686124	BNSF	534324
BN	686125	BNSF	534325
BN	686126	BNSF	534326
BN	686127	BNSF	534327
BN	686128	BNSF	534328
BN	686129	BNSF	534329
BN	686130	BNSF	534330
BN	686131	BNSF	534331
BN	686132	BNSF	534332
BN	686133	BNSF	534333
BN	686134	BNSF	534334
BN	686135	BNSF	534335
BN	686136	BNSF	534336
BN	686137	BNSF	534337
BN	686138	BNSF	534338
BN	686139	BNSF	534339
BN	686140	BNSF	534340
BN	686141	BNSF	534341
BN	686142	BNSF	534342
BN	686143	BNSF	534343
BN	686144	BNSF	529000
BN	686145	BNSF	529001

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686146	BNSF	529002
BN	686147	BNSF	529003
BN	686148	BNSF	529004
BN	686149	BNSF	529005
BN	686150	BNSF	529006
BN	686151	BNSF	529007
BN	686152	BNSF	529008
BN	686153	BNSF	529009
BN	686154	BNSF	529010
BN	686155	BNSF	529011
BN	686156	BNSF	529012
BN	686157	BNSF	529013
BN	686158	BNSF	529014
BN	686159	BNSF	529015
BN	686160	BNSF	529016
BN	686161	BNSF	529017
BN	686162	BNSF	529018
BN	686163	BNSF	529019
BN	686164	BNSF	529020
BN	686165	BNSF	529021
BN	686166	BNSF	529022
BN	686167	BNSF	529023
BN	686168	BNSF	529024
BN	686169	BNSF	529025
BN	686170	BNSF	529026
BN	686171	BNSF	529027
BN	686172	BNSF	529028
BN	686173	BNSF	529029
BN	686174	BNSF	529030
BN	686175	BNSF	529031
BN	686176	BNSF	529032
BN	686177	BNSF	529033
BN	686178	BNSF	529034
BN	686179	BNSF	529035
BN	686180	BNSF	529036
BN	686181	BNSF	529037
BN	686182	BNSF	529038
BN	686183	BNSF	529039
BN	686184	BNSF	529040
BN	686185	BNSF	529041

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686186	BNSF	529042
BN	686187	BNSF	529043
BN	686188	BNSF	529044
BN	686189	BNSF	529045
BN	686190	BNSF	529046
BN	686191	BNSF	529047
BN	686192	BNSF	529048
BN	686193	BNSF	529049
BN	686194	BNSF	529050
BN	686195	BNSF	529051
BN	686196	BNSF	529052
BN	686197	BNSF	529053
BN	686198	BNSF	529054
BN	686199	BNSF	529055
BN	686200	BNSF	529056
BN	686201	BNSF	529057
BN	686202	BNSF	529058
BN	686203	BNSF	529059
BN	686204	BNSF	529060
BN	686205	BNSF	529061
BN	686206	BNSF	529062
BN	686207	BNSF	529063
BN	686208	BNSF	529064
BN	686209	BNSF	529065
BN	686210	BNSF	529066
BN	686211	BNSF	529067
BN	686212	BNSF	529068
BN	686213	BNSF	529069
BN	686214	BNSF	529070
BN	686215	BNSF	529071
BN	686216	BNSF	529072
BN	686217	BNSF	529073
BN	686218	BNSF	529074
BN	686219	BNSF	529075
BN	686220	BNSF	529076
BN	686221	BNSF	529077
BN	686222	BNSF	529078
BN	686223	BNSF	529079
BN	686224	BNSF	529080
BN	686225	BNSF	529081

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	686226	BNSF	529082
BN	686227	BNSF	529083
BN	686228	BNSF	529084
BN	686229	BNSF	529085
BN	686230	BNSF	529086
BN	686231	BNSF	529087
BN	686232	BNSF	529088
BN	686233	BNSF	529089
BN	686234	BNSF	529090
BN	686235	BNSF	529091
BN	686236	BNSF	529092
BN	686237	BNSF	529093
BN	686238	BNSF	529094
BN	686239	BNSF	529095
BN	686240	BNSF	529096
BN	686241	BNSF	529097
BN	686242	BNSF	529098
BN	686243	BNSF	529099
BN	686244	BNSF	529100

BN 35982 K - Air Dump Cars

BN	964830	BNSF	902180
BN	964831	BNSF	902181
BN	964832	BNSF	902182
BN	964833	BNSF	902183
BN	964834	BNSF	902184
BN	964835	BNSF	902685
BN	964836	BNSF	902686
BN	964837	BNSF	902687
BN	964838	BNSF	902688
BN	964839	BNSF	902689
BN	964840	BNSF	902690
BN	964841	BNSF	902691
BN	964842	BNSF	902692
BN	964843	BNSF	902693
BN	964844	BNSF	902694

BN 35982 K - Box Cars (100 Ton)

BN	286137	BNSF	726307
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BN 35892 CK

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	286138	BNSF	726308
BN	286139	BNSF	726309
BN	286140	BNSF	726310
BN	286141	BNSF	726311
BN	286142	BNSF	726312
BN	286143	BNSF	726313
BN	286144	BNSF	726314
BN	286145	BNSF	726315
BN	286146	BNSF	726316
BN	286147	BNSF	726317
BN	286148	BNSF	726318
BN	286149	BNSF	726319
BN	286150	BNSF	726320
BN	286151	BNSF	726321
BN	286152	BNSF	726322
BN	286153	BNSF	726323
BN	286154	BNSF	726324
BN	286155	BNSF	726325
BN	286156	BNSF	726326

BN 35982 K - Tank Cars

BN	875105	BNSF	880400
BN	875106	BNSF	880401
BN	875107	BNSF	880402
BN	875108	BNSF	880403
BN	875109	BNSF	880404
BN	875110	BNSF	880405
BN	875111	BNSF	880406
BN	875112	BNSF	880407
BN	875113	BNSF	880408
BN	875114	BNSF	880409
BN	875115	BNSF	880410
BN	875116	BNSF	880411
BN	875117	BNSF	880412
BN	875118	BNSF	880413
BN	875119	BNSF	880414
BN	875120	BNSF	880415
BN	875122	BNSF	880417

BN 35892 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	875123	BNSF	880418
BN	875124	BNSF	880419
BN	875125	BNSF	880420
BN	875126	BNSF	880421
BN	875127	BNSF	880422
BN	875128	BNSF	880423
BN	875129	BNSF	880424
BN	875130	BNSF	880425
BN	875131	BNSF	880426
BN	875132	BNSF	880427
BN	875133	BNSF	880428
BN	875134	BNSF	880429

1994-K  
(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/28/07

  
\_\_\_\_\_  
Robert W. Alvord